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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

**COTTONWOOD ESTATES
DEVELOPMENT, LLC**

Debtor.

**Bankruptcy Case No. 13-34298
Chapter 11**

Judge R. Kimball Mosier

(Filed Electronically)

**AFFIDAVIT OF JAMES W. ANDERSON IN SUPPORT OF APPLICATION
TO EMPLOY MILLER GUYMON, P.C. AS COUNSEL FOR THE DEBTOR AND
STATEMENT PURSUANT TO 11 U.S.C. § 329(a)**

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

James W. Anderson, having been duly sworn, deposes and states as follows:

1. I am filing this Affidavit in accordance with the requirements of Rule 2014 of the Federal Rules of Bankruptcy Procedure, and 11 U.S.C. § 329(a), in support of the Application to Employ Miller Guymon, P.C. as Counsel for the Debtor.

2. I am a member in good standing of the State Bar of Utah. I am an attorney practicing with the law firm of MILLER GUYMON, P.C. ("MG"), a professional law corporation with its office in Salt Lake City, Utah.

3. Prior to the petition date, MG was retained by the Debtor, Cottonwood Estates Development ("Cottonwood" or the "Debtor") in representing Cottonwood in negotiations with various creditors in the effort to avoid bankruptcy, and settle their various claims. MG performed its first services related to this pre-petition activity in October, 2013 through December 30, 2013. MG has been paid in full for these services in the ordinary course of billing.

4. MG holds a retainer from Cottonwood for this chapter 11 case in the amount of \$66,632.48, of which \$1,213 has been used to pay the chapter 11 filing fee, leaving a balance of \$65,419.48.

5. At the time of filing for Cottonwood, it was owned by DG Tavaci, LLC. DG Tavaci, LLC engaged MG to assist in the aforementioned negotiations with various creditors to settle disputes and develop the property. After extensive negotiations, on the morning of December 30, 2013, the primary secured creditor in this case, America First Federal Credit Union, ceased negotiations and instructed the Debtor it was completing its foreclosure sale scheduled for that afternoon. DG Tavaci, LLC then instructed MG to file the voluntary petition. After DG Tavaci, LLC instructed MG to file the bankruptcy, and completed preparation and filing of the schedules and statements, DG Tavaci, LLC then exercised its put option to transfer ownership of Cottonwood back to the former owners. As of the date of this Affidavit, the Debtor is owned by TCD Holding Company, LLC and Western Land & Development II, LLC. Both of these companies are owned by Terry C. Diehl. MG represented Terry C. Diehl in his personal


bankruptcy in this District, case # 12-24048. That bankruptcy case resulted in a confirmed plan in May, 2013. Terry C. Diehl has found other counsel to represent him in his personal bankruptcy case to finish out any remaining items and close that case. A motion to substitute counsel is being submitted in Mr. Diehl's personal bankruptcy case.

6. Other than as set forth herein, to the best of my knowledge and belief, MG has no direct or indirect relationship to, connection with, or interest in the Debtor, any creditors, or any other party in interest, the United States Trustee or any known employee in the office thereof, or any United States Bankruptcy or District Court Judge of the District of Utah.

7. MG is qualified to represent the Debtor in this case, and MG's representation of the estate is in the best interest of the estate.

8. MG has not agreed to share the compensation that the firm, or any attorney with MG, may be awarded in these cases with any other person, attorney or entity, except as is customary in a professional law corporation.

DATED this 24th day of January 2014.


James W. Anderson

SUBSCRIBED and SWORN TO before me this 24th day of January, 2014.




Notary Public

[S E A L]